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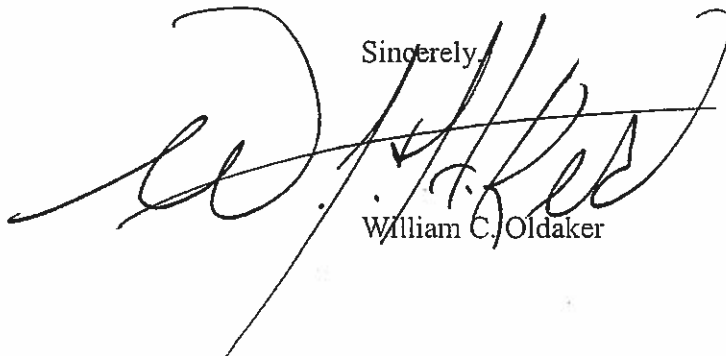
December 8, 2010

Mr. Basil Paterson  
Treasurer  
National Leadership PAC  
P.O. Box 5577  
Manhattanville Station  
New York, NY 10027

Dear Mr. Paterson:

The National Legal and Policy Center has questioned the use of National Leadership PAC ("NLP") funds to pay legal fees to two law firms providing advice and counsel concerning the use of an apartment/office located in the Lenox Terrace apartment building at 40 West 135th Street, New York as a campaign office. This legal advice was related to the application of federal election laws. It is our opinion that NLP payments for this purpose were appropriate.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read 'W.C. Oldaker', is written over the word 'Sincerely,' and the printed name below.

William C. Oldaker